**IN THE SPECIFICATION**

Kindly amend the paragraph in the specification at page 1, lines 6-9 as follows:

This application claims the benefit of U.S. Provisional Application Serial No. ~~60/457,9510~~ 60/457,951 filed March 27, 2003, entitled "SOFT COVER FOR VEHICLES AND PROCESS FOR MAKING," which application is incorporated herein by reference in its entirety.

Kindly amend the paragraph in the specification at page 9, lines 12-23 as follows:

In FIG. 2 there is illustrated, in somewhat diagrammatic fashion, a first alternative method of applying and bonding the water resistant top layer 12 and protective layer 20 to the flexible foam layer 18 to form the composite 10 of the invention as shown in FIG. 1. In accordance with the methodology illustrated in FIG. 2 a first web of ~~tight-woven nylon fabric 12~~ water resistant top layer 12 is fed as an outer laminate layer between web transport or guide rolls 26 and 28. One or both of these rolls may be heated so that the ~~first fabric web 12~~ water resistant top layer 12 is preheated prior to its interfacing application to the foam precursor film 18a. ~~First fabric web 12~~ Water resistant top layer 12 is then directed to a pressure nip 30 of a bonding station A comprised of opposed pressure rolls 32 and 34. A polymer foam precursor film 18a is fed between web transport or guide rolls 36 and 38. The foam precursor film 18a is a polymeric film material formulated with a chemical blowing agent that, upon exposure to a heat source, expands the film to form a closed cell foam.

Kindly amend the paragraph in the specification at page 10, lines 22-27 as follows:

The foam precursor film 18a is then directed to the pressure nip 30 of bonding station A to interface under pressure with the ~~first fabric web 12~~ water resistant top layer 12 to form a first laminated web 42. The pressure rolls 32 and 34 of bonding station A may be heated to assure that bonding of the ~~first fabric web 12~~ water resistant top layer 12 and foam precursor film 18a is uniform and complete. The laminated web 42 may thereafter be fed to and

through one or more additional pairs of opposed rotatable pressure rolls 44 and 46 at ambient temperature if cooling is desired.

Kindly amend the paragraph in the specification at page 10, lines 28 through page 11, line 6 as follows:

The first laminated web 42 is then directed to a pressure nip 50 of a bonding station B comprised of opposed pressure rolls 52 and 54. A second web ~~of tight woven nylon fabric~~ that is protective layer 20 (optionally tensioned over a preheat guide roll 56) is directed to the pressure nip 50 of bonding station B to interface, under the pressure of rolls 52 and 54, with the lower surface of first laminated web 42 to form the double laminated web 10a. The pressure rolls 52 and 54 of bonding station B may be heated to assure complete bonding of ~~second fabric web~~ protective layer 20 to the heated lower surface of the foam precursor film 18a component of web 42. The resulting web 10a may thereafter be fed to and through one or more additional pairs of opposed rotatable pressure rolls 58 and 60 at ambient temperature whereby the web 10a is cooled if desired.